

Exhibit 12

Redacted Portion
Filed Under Seal

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

PIONEER BUSINESS SERVICES)
LLC d/b/a FOUR CORNERS)
AVIATION SERVICES,)
Plaintiff/)
Counter-Defendant,)
v.) Case No. 1:22-cv-06206-ALC
VISTAJET US INC.,)
Defendant/)
Counter-Plaintiff.)

ORAL AND VIDEOTAPED DEPOSITION OF
CAMERON GOWANS
INDIVIDUALLY AND AS 30(b)(6) REPRESENTATIVE OF
PIONEER BUSINESS SERVICES LLC
D/B/A FOUR CORNERS AVIATION SERVICES
JANUARY 24, 2023

1 and counter-plaintiff.

2 THE VIDEOGRAPHER: Will the court
3 reporter please swear in the witness, and we may
4 proceed.

5 CAMERON GOWANS,
6 having been first duly sworn, testified as follows:

7 EXAMINATION

8 BY MR. GUTCHESS:

9 Q. Could you please state your name for the
10 record.

11 A. Cameron Gowans.

12 Q. Cameron Gowans, all right.

13 Mr. Gowans, good morning. I understand you
14 are here to be deposed both in your individual capacity
15 as the president and also as to certain topics. Is that
16 right?

17 MS. COYLE: As to certain 30(b)(6)
18 topics, yes.

19 MR. GUTCHESS: Right.

20 Q. (BY MR. GUTCHESS) So I am going to just take
21 a moment and make sure we have the topics and make sure
22 I understand which topics they are.

23 So this is our notice. We don't need to mark
24 it as an exhibit, but I believe you have been designated
25 as the corporate rep for FCA's sales of VistaJet flight

1 A. Mente is a broker for aircraft, yes.

2 Q. Okay. And what is a broker?

3 A. A broker is someone who either represents the
4 buyer or seller in the transaction.

5 Q. In the transaction.

6 How about in the charter market, what is a
7 broker?

8 A. A charter broker represents either the buyer
9 of charter services or the seller of charter services or
10 acts as an intermediary connecting the two.

11 Q. Okay. And does -- do any of your businesses
12 act as a broker in the charter business?

13 A. Yes.

14 MS. COYLE: Objection, form.

15 Q. (BY MR. GUTCHESS) Okay.

16 THE WITNESS: Sorry.

17 MS. COYLE: Just pause --

18 THE WITNESS: Sorry.

19 MS. COYLE: -- for a second. Okay?

20 Q. (BY MR. GUTCHESS) And which ones?

21 A. Four Corners.

22 Q. And do any of your businesses buy hours and
23 attempt to resell them?

24 MS. COYLE: Objection.

25 Q. (BY MR. GUTCHESS) Other than the SoftBank

1 deal.

2 A. No.

3 Q. When was FCA founded?

4 A. I think April of '21.

5 Q. Okay. And what role did you play in the
6 founding?

7 A. President.

8 Q. And what was -- what was the purpose of
9 creating the new company? What service was it going to
10 provide?

11 A. It would be an operator of business and
12 charter aircraft.

13 Q. What does that mean?

14 A. It means we would operate aircraft on behalf
15 of the owners, and we would charter those aircraft and
16 find charter for our clients.

17 Q. Okay. And what were your responsibilities as
18 president of FCA?

19 A. General leadership of the organization.

20 Q. Okay. Let's go into your background a little
21 bit.

22 A. Okay.

23 Q. Tell me about your college.

24 MS. COYLE: Objection.

25 Go ahead.

1 A. I went to college at the University of
2 Calgary.

3 Q. (BY MR. GUTCHESS) Oh, yeah? Okay. And what
4 did you study?

5 A. Business.

6 Q. Okay. And when did you graduate?

7 A. 1992.

8 Q. Okay. I graduated law school in '92.
9 And what did you do after college?

10 A. I went to work for at that time Canadair which
11 became part of Bombardier.

12 Q. Okay. And how long were you there?

13 A. A year.

14 Q. And take me through your career up to -- up to
15 today, if you don't mind just --

16 A. I went to Canadair as a sales engineer, then
17 went to Gulfstream as a sales engineer, then went to the
18 Canadian distributor of Cessna Citations as a
19 salesperson. Then went back to Gulfstream as a
20 salesperson. Then went to a fractional startup of
21 United Airlines. Then went to Delta AirElite, the
22 business jet operator of Delta Air Lines.

23 Q. Right.

24 A. I then went to Flight Options and then to
25 Embraer as a salesperson selling airplanes.

1 Q. Okay.

2 A. So --

3 Q. Any competitors in the Freedom --

4 A. No, not yet.

5 Q. I have another client who's offering computer
6 hardware and software as a service. He's very excited
7 about that.

8 A. Uh-huh.

9 Q. So hopefully -- hopefully he does well, and
10 hopefully you guys do well.

11 And when did you launch Freedom?

12 A. We formally launched it at CGI a year ago or a
13 year and a half ago. November --

14 Q. Okay.

15 A. -- 2021.

16 Q. Okay.

17 A. Or it's '23. And, you know, going back a
18 year, you have to count. Last year is not last year; it
19 was two years ago.

20 Q. Got it.

21 And how did you market Freedom?

22 A. Freedom we market to the existing Mente client
23 and prospect base.

24 Q. Right.

25 A. And then other possible interested parties.

1 Q. Okay. Did you have sales targets for Freedom?

2 A. Yes.

3 Q. And what were the sales targets?

4 A. I can't remember.

5 Q. Give me a ballpark.

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9

10 Q. Okay. And what is the Insight Card?

11 A. Insight Card is a program where we -- it's a
12 consulting or advisory program where we take the various
13 options a client has and compare them on a trip by trip
14 basis.

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21 Q. And did you have more clients before?

22 A. We had one that did not renew.

23 Q. And who was that?

24 A. I can't remember his name off the top of my
25 head.

1 Q. Okay. Okay. Let me just show you a couple
2 documents.

3 A. Okay.

4 Q. I'm going to give you Exhibit 3, which starts
5 with Bates stamp FCA 4335.

6 MS. COYLE: Thank you.

7 (Exhibit 3 marked.)

8 Q. (BY MR. GUTCHESS) I ask you what is
9 Exhibit 3?

10 A. This is a presentation for a prospect that
11 talks about all the different products and options that
12 Four Corners has.

13 Q. So on page 4338 it has the Charter Card?

14 A. Uh-huh.

15 Q. And then on 4340 is the Insight Card.

16 A. Uh-huh.

17 Q. And then on 4343 there's something called
18 Arbitrage. What is that?

19 A. This is an example of a given trip that has
20 different options that they can -- a customer can then
21 choose which option they prefer for that trip.

22 Q. Okay. And did you prepare this?

23 A. This specific presentation, no.

24 Q. Do you know who did?

25 A. Ray Bennett.

1 You can answer.

2 A. It wasn't a benefit. It was a restriction on
3 aircraft availability.

4 Q. (BY MR. GUTCHESS) What does that mean?

5 A. We could -- we were only guaranteed one
6 aircraft at a time from Vista.

7 Q. So how does doing it through the Insight Card
8 address that issue?

9 A. If we had two clients call at the same time or
10 call for an aircraft at the same time and Vista could
11 only provide one aircraft, we would have to source an
12 aircraft from the charter market.

13 Q. And then do you see your response? You have
14 suggestions and comments attached. And then it says,
15 Brand it as Insight Vista.

16 And when you say attached, is this the
17 attachment? Are these your comments in the attachment?

18 A. I don't see my comments attached, but I can
19 see where I made some suggestions.

20 Q. Oh, okay. Why don't you take me through that
21 and show me what are your suggestions.

22 A. Well, you can see from the email it says
23 rather than blocks of 100 hours, we should sell in
24 blocks of 150 hours and then added some description of
25 the aircraft that they would be flying on and added some

1 conditions that they would have to follow.

2 Q. Okay. And then when you say you added a
3 description of the aircraft, is that the -- on page
4 5045?

5 A. Yes.

6 Q. Okay. And where did you get that information?

7 A. From the VistaJet website.

8 Q. Okay. And you just cut and pasted it into
9 this presentation?

10 A. Yes, and verified the information.

11 Q. Okay. And then on the first page, is that a
12 VistaJet jet photo?

13 A. Yes.

14 Q. And where did you get that?

15 A. From the internet.

16 Q. Okay. And then when you go back to the first
17 page of the email you say, Brand it as Insight Vista.

18 What did you mean by that?

19 A. That it would be part or an option within the
20 Insight Card that you could pick up Vista hours, which
21 we ended up not doing.

22 Q. What do you mean you ended up not doing it?

23 A. We didn't brand it as Insight Vista.

24 Q. Okay. What would it have been if you had
25 branded it as Insight Vista?

1 A. Instead of calling it with Insight With Vista
2 Availability, it would have been Insight Vista, which we
3 did not do.

4 Q. Which one did you not do?

5 A. Insight Vista.

6 Q. Okay. So how is Insight With Vista
7 Availability different from just Insight Vista?

8 A. I don't know how we came to the conclusion. I
9 don't remember.

10 Q. Okay. And why did you suggest blocks of 150?

11 A. Because with only eight users, if we sold them
12 only in blocks of 100, we would have more -- we have
13 unsold hours that we couldn't --

14 Q. Right.

15 A. -- deliver on.

16 Q. And when you say that it's eight users at 150
17 each, equals 1200 hours, leaving us only with 50 --
18 approximately 50 hours to buy on the open market. What
19 are the 50 hours to buy on the open market?

20 A. Well, we had at this time approximately
21 1100 hours that were under discussion.

22 Q. Right.

23 A. Or 1150, sorry.

24 Q. Okay.

25 A. So if we sold eight --

1 Q. Okay. So this plan is just for that second
2 quarter?

3 A. Correct.

4 Q. Okay. And then so a clear measure of success
5 would be if you had 50 percent of the hours sold and
6 pre-paid by June 30, 2022?

7 A. Correct.

8 Q. And how did you come up with that?

9 A. Come up with the goal?

10 Q. Yeah.

11 A. We had a -- we had a limited number of -- a
12 limited time to sell these hours or these hours that we
13 could use, so we had to sell them as fast as possible.

14 Q. Right.

15 And I'm guessing if you are selling a 150-hour
16 block, you're more likely to find a buyer for that in
17 April 2022 if it runs out in September '23 than if you
18 were to sell it in October 2022.

19 MS. COYLE: Objection.

20 Q. (BY MR. GUTCHESS) Right?

21 MS. COYLE: Sorry.

22 Q. (BY MR. GUTCHESS) The fewer months are left,
23 the harder it is to sell the larger blocks?

24 A. The less time they have to use them.

25 Q. Right.

1 And did you reach that goal of having
2 50 percent of the hours sold and pre-paid by June 30?

3 A. No.

4 Q. What percentage of the hours did you have sold
5 by June 30?

6 A. We had the three contracts.

7 Q. Okay. And who were the three contracts?

8 A. EF Hutton -- or, sorry, EF Falcon. I've been
9 reading too much. EF Falcon, DFO and Coca-Cola.

10 Q. Okay. And how many hours did each buy?

11 A. I'd have to look at my notes to remember
12 exactly.

13 Q. Okay.

14 (Exhibit 21 marked.)

15 Q. (BY MR. GUTCHESS) Handing you Exhibit 21,
16 which bears Bates stamp FCA 809. Do you recognize
17 Exhibit 21?

18 A. Give me a minute, please.

19 Q. Yeah.

20 A. I reviewed it.

21 Q. What is Exhibit 21?

22 MS. COYLE: 21?

23 MR. GUTCHESS: Yeah.

24 MS. COYLE: I thought you said 20, sorry.

25 A. A draft of the presentation to share with the

1 FCA and Mente sales team.

2 Q. (BY MR. GUTCHESS) Oh, okay. And for what
3 purpose?

4 A. So that they knew what the opportunity was and
5 what they would be presenting to the customer.

6 Q. Okay. And who is Mr. Voss?

7 A. Kevin Voss is the director of membership
8 programs. He's an employee of Four Corners.

9 Q. Okay. And is this -- did you prepare the
10 attachment, Insight Vista Sales Team Overview?

11 A. Yes.

12 Q. Okay. And then so how did this work? Did you
13 have a meeting with all the sales team to go over it,
14 everybody gets a copy, and then you get together and you
15 discuss it?

16 MS. COYLE: Objection.

17 A. This was a Teams meeting.

18 Q. (BY MR. GUTCHESS) Okay. By Teams meeting,
19 you mean a video --

20 A. Correct.

21 Q. -- that everyone sits on the computer and
22 stares into the video?

23 Does FCA have salespeople located in different
24 parts of the country? Is that why?

25 A. FCA, no.

1 A. EF Falcon is an interim lift client.

2 Q. Right, okay.

3 What about the fractional users client?

4 MS. COYLE: Objection.

5 A. That would involve finding people who were
6 flying fractionally.

7 Q. (BY MR. GUTCHESS) Did anybody come to mind?

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15 Q. Okay. But other than -- and I'm sorry I'm
16 confusing this. As of April 1, when the deal closed,
17 you felt pretty confident that you could sell it to DFO?

18 A. Yes.

19 Q. And did you also say EF Falcon as well?

20 A. No.

21 Q. So anyone other than DFO that you felt
22 confident about as of April 1?

23 A. I wasn't -- I didn't have the specifics of the
24 clients that had been talked to.

25 MR. GUTCHESS: All right. Take that.

1 Let's mark that.

2 (Exhibit 22 marked.)

3 Q. (BY MR. GUTCHESS) Handing you Exhibit 22, it
4 bears Bates stamp FCA 4987, an email from yourself to
5 Mr. Proctor and Mr. Rodgers and Mr. Lewis, subject:
6 Insight Opportunity - prospect presentation, with the
7 attachment Insight Vista Opportunity.

8 Do you recognize Exhibit 22?

9 A. Yes.

10 Q. And what is Exhibit 22?

11 A. 22 is the draft of the sales presentation to
12 go out to prospects.

13 Q. Okay. And this was a sales presentation that
14 you drafted?

15 A. Yes.

16 Q. And you say, I'm waiting to send it to two
17 prospects.

18 Do you know who those two prospects were?

19 [REDACTED]
20 Q. Okay. In the sales presentation entitled
21 "Insight Card with Vista Opportunity," did you ever --

22 MS. COYLE: Is this --

23 A. Is this still on Exhibit 22?

24 Q. (BY MR. GUTCHESS) Exhibit 22, yeah.

25 A. Okay.

1 Q. Sorry.

2 A. Okay.

3 Q. Did you ever reach out to VistaJet and ask
4 their consent to use their name or their photographs
5 or --

6 A. No.

7 MR. GUTCHESS: Okay. Mark that.

8 (Exhibit 23 marked.)

9 Q. (BY MR. GUTCHESS) Handing you Exhibit 23,
10 Bates 2572, email dated April 12, 2022, from Kevin
11 Voss --

12 A. Yeah.

13 Q. -- copying yourself. It is sent to Pat
14 Wallace. Who is Pat Wallace?

15 A. Pat Wallace works for DFO.

16 Q. Okay. For DFO.

17 And then who is David Lessing?

18 A. Also works for DFO.

19 Q. Okay. And Jim Yacone?

20 A. Yes.

21 Q. Okay. And so this is Kevin Voss just sending
22 a draft of the Insight Card with Vista Opportunity
23 PowerPoint. Correct?

24 A. (Witness nods head.)

25 MS. COYLE: Objection.

[000285 - 2023]

Page 112

0	100:16	12865 110:23	2
000285 5:23	1,900 76:20	12:24 87:18,19	2 4:12,20 13:12
000832 5:18	1.310 111:25	13 4:10,12 5:6	13:13,25 14:1,3
001274 6:4	1/19/2022 4:16	9:17 16:3 21:2	14:5,7 15:6 44:2
001358 6:8	10 5:2 47:23,24	55:23,24 56:2,4	57:22 86:7,8,9
001899 6:2	10,000 42:12	13,500 96:13	86:13,19 92:3,4
002204 5:25	10/31/23 110:25	1344 100:15	2.01.2022 4:14
002590 5:21	100 6:7 61:23	135 88:15	2/16/2022 4:10
002789 5:7	63:12 72:8,18	14 5:8 56:13,15	20 5:16 68:8,10
002906 5:8	10020 3:6	56:16,22	68:13,15 74:24
003036 5:10	101 6:9,10	15 5:9 47:25	78:6 101:13
003039 4:21	106 4:5	58:8,9,12 60:2	2000 12:2
003043 4:24	107 4:3	150 61:24 63:10	2001 2:7 7:13
003870 6:6	108 4:6	63:16 64:2	11:4
004084 6:11	10:37 50:4,5	73:15 88:15	2002 11:7
004347 4:15	10:51 50:5,7	96:12,12,19,21	201 3:11
004475 5:5	11 5:3 9:13 10:5	15th 48:2 50:17	2020 12:2
004986 5:15	50:9,15,16 80:6	56:8	2021 11:8 12:3
005002 5:19	94:5	16 4:18 5:11	23:4,6 32:15
005004 5:2	110 4:7	36:8 60:5,6,8	2022 4:12,18,20
005008 5:4	1100 42:9 63:21	17 5:12 64:4,5,6	4:20,23 5:6,8,12
005034 4:19	1150 63:23	18 5:14 65:14,15	5:20,23 6:2,3,9
005050 5:11	11:30 68:4,5	1896 92:11	11:7 22:20 35:7
005661 4:17	11:50 68:5,7	19 5:15 6:3 35:7	36:8 43:23
021969 4:13	11th 47:7,13	66:13,15	47:25 51:25
023067 4:22	12 5:5 42:14	19,750 36:15,23	55:25 58:11
023147 4:11	51:24 52:1	37:4	65:17 66:1,15
030320 5:13	83:10 86:13	1992 28:7	68:11 73:6,17
036055 6:9	12,000 42:10	1:18 87:19,21	73:18 79:15
036921 5:22	12,500 76:16	1:22 1:6 7:12	83:10 84:16
06206 1:6 7:12	12.5 76:25	1:53 106:8,9	92:11 100:16
1	1200 63:17 64:2	1st 80:3,4	101:13
1 4:10,12 13:9	1251 3:5		2023 1:17 2:4
13:11,16 44:1	1259 95:3		3:6 7:3 108:3
76:4 81:16,22			110:21 111:3,4

[21 - 5050]

Page 113

21 5:17 7:13 27:4 51:25 74:14,15,17,21 74:22 212-822-2280... 3:6 2121 3:11 2189 89:4 2193 13:14 21935 13:14 21944 14:10 21st 93:1 22 5:19 11:8 55:25 82:2,3,8 82:10,11,23,24 23 5:20 9:20 32:17 73:17 83:8,9 23002 47:6 23066 41:7 23144 13:11 24 1:17 5:22 84:12,14 86:18 108:3 24th 2:4 7:3 111:4 25 5:23 58:11 60:14 87:22,24 2572 83:10 26 5:24 89:3,7,8 90:11 92:25 93:9 27 6:2 92:8,10 2780 55:25	28 4:20 6:3 95:1 95:2 100:6 280 72:5 283 87:25 2874 56:15 29 6:5 65:16 66:15 96:7,10 2:02 106:9,11 2:03 2:5 107:23 107:25 2nd 3:11 2s 11:9 3 3 4:2,14 34:4,7,9 44:3 3/11/2022 4:25 3/15/2022 5:2,3 3/21/2022 5:5 3/25/2022 5:9,11 3/29/2022 5:14 5:15 3/5/2022 4:22 30 1:14 6:6 8:17 22:21 23:22 41:8 72:24 73:6 74:2,5 98:22,23 100:8 111:16,24 300 72:1,3,5 3025 58:10 3030 58:20 30313 64:6 3040 43:22 305-297-1878 3:12	3073 37:25 31 3:6 6:7 79:15 100:13,14,19,21 31st 78:8,22 80:1 110:21 111:3 32 6:9 101:10,11 101:14,16,18 33 6:10 101:24 102:1,3,5 105:5 33127 3:12 34 4:14 76:16,23 76:25 35 4:16 36 4:18 3600 2:8 7:13 36029 101:12 36920 84:14 37 4:20 37th 3:5 3842 98:24 4 4 4:16 35:5,6,10 68:10 78:5 4/21 89:5 4/21/2022 5:24 4/4/2022 5:16 4/7/2022 5:17 4/8/2022 5:19 4018 110:25 4077 102:1 4082 102:21 41 4:22 43 4:23	4335 34:5 4338 34:13 4340 34:15 4343 34:17 47 4:25 5:2 4774 51:24 489 68:10 490 68:10 4917 65:16 4974 66:15 4987 82:4 5 5 4:18 35:23 36:2,4,9 5/27/2022 6:10 5/27/22 102:2 5/9/2022 5:22 50 5:3 24:1 47:11,13,15 63:17,18,19 73:5 74:2 500 44:20 103:17 5000-6000 100:17 5000/6000 77:4 77:21 5003 47:25 5005 50:16 5033 36:5 5036 60:8 5041 60:11 5045 62:4 5050 60:9
--	--	--	--

[52 - affix]

Page 114

52 5:5	8	accessing 30:6	ad 77:5
5214 96:10	8 4:5,23 43:20	30:23	added 61:24,25
55 5:6	43:21,22 88:8	account 36:17	62:2 66:7
56 5:8	809 74:16	36:24 96:14	addendum
5654 35:7	812 76:4	accountant	64:17
5676395 111:4	815 77:1	70:11	additional 66:7
58 5:9	82 5:19	accuracy 111:9	address 61:8
6	83 5:20	achievement	68:21
6 1:14 4:20 8:17	84 5:22	70:23	administer
37:22,23,25	87 5:23	acknowledged	110:4
41:8	89 5:24	109:15	administered
6/1/2022 6:7	9	acquire 23:9	110:6
6/17 98:24	9 4:25 9:10 47:4	acquired 15:21	administrative
6/17/2022 6:6	47:5 52:11	15:24 50:11	16:13 66:19
6/21/2022 6:5	84:16 92:10	acquiring 23:11	advantage 29:8
6/21/22 96:10	92 6:2 28:8	25:16	advantages
60 5:11 24:1	921 84:15	acquisition	46:20,21
600 103:17	95 6:3	22:17,23 39:5,8	advice 15:17
6000 38:7 76:21	96 6:5	acquisitions	17:7 18:19
6000/5000 58:20	98 6:6	22:19 23:23	21:24
64 5:12	9:30 2:5 7:3	acronym 68:25	advise 22:16
65 5:14	52:10	act 25:20 26:12	23:5
66 5:15	a	acting 43:13	advised 23:23
68 5:16	a.m. 2:5 7:3	action 7:18	advises 21:25
7	50:4,5,5 52:9	68:16,17,18	advising 22:23
7 4:3,22 9:1 41:3	68:5,5	69:2,4,7,10 78:4	23:4 29:9
41:5,7,10,13,25	able 48:25 49:7	110:10	advisor 31:19
43:14 44:12	94:7,14 104:16	acts 26:10	advisory 21:23
74 5:17	above 2:3 76:19	58:1	33:12
75 24:1	109:3 111:6	actual 57:17	affiliate 100:24
7500 36:13 38:7	absent 17:15	50:12 64:13	affiliation 7:21
77:4,21	academic 29:13	78:8 92:25	affirmations
75k 96:13	access 21:25	96:22	110:5
	58:20		affix 109:2

[agency - assigned]

Page 115

agency 4:17 35:13,14 ago 32:12,13,19 agree 12:25 18:5 21:11 48:12 97:8 agreed 16:5,21 17:2 21:3 53:24 94:18 agreement 4:10 4:12,17 9:1,15 12:10,13 13:1,6 13:17 14:4,9,10 14:21,25 15:1,3 15:4,5,7,13 16:2 16:2,8,9,15,21 17:2,10,13,21 17:23,25 18:2,4 18:6,11,15 21:12,20 30:10 30:22 35:9,9,13 35:14 45:10 57:7,16,17 64:8 64:12,15 65:12 84:7 85:6 86:3 92:4 94:8,12,14 94:15,18,22 99:7,12 100:17 100:22 101:3,6 agreements 14:8 15:7,10 35:17 106:17,21 agrees 16:6 ah 104:25	ahead 27:25 30:19 54:6 air 28:22 31:25 aircraft 22:2,17 22:19,24 23:1,9 23:14,15,22 24:17,18,19,20 24:20 25:17,18 25:25 26:1 27:12,14,15 29:4,20 30:1,2,2 30:7,17,21 31:17 39:11 42:6 61:3,6,10 61:11,12,25 62:3 89:13 103:17 104:12 104:24 aircrafts 23:17 airelite 28:21 airlines 28:21 airplane 29:21 39:9 42:25 84:20 106:24 airplanes 28:25 39:3 104:22 akerman 2:7 3:5 7:22 akerman.com 3:7,7 111:2 alc 1:6 7:12 alejandra 3:10 3:13 7:25 allowed 110:18	alyssa 66:16,18 americas 3:5 amount 69:22 analogy 51:15 analyzing 44:17 answer 9:6 10:23 12:16 14:24 18:20 19:25 20:19 21:8 25:23 44:15 55:13 56:20 61:1 65:5 79:3 87:6 94:1 94:10,22 105:22 answered 87:5 anybody 81:7 anytime 24:16 24:20 anyways 41:9 apologies 79:10 apologize 13:14 45:17 87:15 appearances 3:1 4:2 appeared 109:11 appears 84:15 appended 110:19 approval 64:22 65:2,8,11 84:10 approve 99:14 99:15 approved 52:4 64:21 93:13,17	94:1,3 approximately 22:21 63:18,20 april 4:12 5:20 5:23 6:2,9 11:4 12:3,3 27:4 68:10 73:17 78:5 80:3,4 81:13,16,22 83:10 93:1 aqua 33:20 52:11 82:19 aquila 10:11,12 10:12 15:21,24 15:24,25 22:4,5 22:11 29:3 50:11,13 arbitrage 34:18 area 66:20 arose 77:18 asked 20:12,17 20:20,22 21:4 41:18 87:4 92:22 94:21 asking 12:7 19:13,20 58:14 67:13 80:12 84:6,9,18 90:1 90:20,22 95:7 101:22 103:5 asks 44:19 93:3 94:7 assigned 9:1 14:21
--	--	---	--

[assignment - boss]

Page 116

assignment 4:12 14:4,9 16:2 57:16 64:12,15 assist 22:20 24:9 assistant 66:19 associated 77:22 assumed 14:22 85:5,11 86:1,18 assuming 48:3 48:13 assumption 4:12 14:4,9 16:2 57:15 64:12,15 attached 58:17 59:5 61:14,16 61:18 91:2 111:11 attaches 90:25 attachment 4:16 5:15,17,19 6:6,7 6:10 48:3,11 58:18 59:1 60:9 61:17,17 64:11 64:14 66:24 75:10 82:7 91:3 99:6,18 102:2 attachments 5:7 5:8,10,11,13,24 6:4 35:12 99:3 attempt 26:23 attempting 102:24 attention 38:1	attorney 110:7 110:9 111:13 attorneys 101:4 101:6 author 43:24 authority 43:14 authorized 110:4 availability 61:3 63:2,7 86:24 99:19 100:3,9 available 23:1 23:19 52:10 103:19 111:6 avenue 2:7 3:5 3:11 7:13 aviation 1:3,16 3:3 7:9 10:11,17 21:23 22:1,3,4 30:6 31:19 39:2 42:4 50:12 100:17 111:4 avoidance 16:15 await 107:9 aware 47:12 57:11,14 86:25 92:13 93:23 axs 3:11 axslawgroup.... 3:13,13	back 28:19 32:17 44:1,12 50:6 51:3 56:8 57:2 59:22 62:16 68:6 78:4 81:11 86:6 87:20 92:24 95:4 105:5 106:10 background 27:20 ballpark 33:5 bank 70:12,14 banking 40:23 base 32:23 baseball 51:14 based 15:17 17:7 18:19,20 42:7 basic 25:5 basically 24:16 30:20 basis 33:14 bates 13:11,14 34:5 35:6 36:4 37:25 56:15 64:6 65:16 66:15 68:10 74:16 82:4 83:10 84:14 87:24 92:11 98:24 102:1 bathroom 49:22 bears 36:4 37:25 60:8 64:6	74:16 82:4 84:14 behalf 7:23,25 25:19 27:14 29:21 30:3 45:21 believe 8:24 16:19 18:9,13 80:16 benefit 61:2 benefits 60:24 bennett 34:25 35:1,2,8 65:18 66:6 better 56:20 big 25:12 51:11 54:5 55:7,8 bit 27:21 blah 105:10,10 105:10 block 55:7,11 73:16 76:5 77:3 78:1 blocks 48:22 49:4 61:23,24 63:10,12 73:23 76:19 77:20,20 board 40:21 bombardier 28:11 104:2,6 bonda 40:7 book 30:12,16 91:22 boss 67:8
	b b 1:3,14,16 3:2 7:9 8:17 41:8 111:4		

[bottom - challenger]

Page 117

bottom 14:15 52:2 67:25 bought 37:3 brand 61:15 62:17,23 branded 62:25 brandt 2:5 7:17 110:24 breach 18:16 19:3 break 49:22 50:5 68:1,5 87:9 87:19 106:9 breakout 50:1 brian 43:17 47:6 55:17,19 56:23 60:18 90:6,22 94:21 brief 49:21 brochures 106:18,21 broker 25:21,24 26:1,2,3,7,8,12 45:2 89:13 90:22 95:17,19 96:13 97:1 brokers 31:22 31:24,25 97:4,8 97:13,25 bronco 23:11 build 48:25 49:8 49:16 59:17 building 59:13 59:24	built 59:23 bulk 25:9 bunch 29:13 38:7 67:11 bushouse 40:6 business 1:2,15 3:2 7:8 21:25 22:2 26:12 27:11 28:5,22 30:6 39:2 48:25 49:8,16 77:21 77:25,25 78:2 111:4 businesses 25:20 26:11,22 buy 25:9 26:22 43:1 45:22 55:11 63:18,19 74:10 80:16 88:20 96:22 buyer 26:4,8 73:16 buying 29:9 39:9 96:21 buzzer 105:19	called 34:17 calling 63:1 105:9 calls 15:14 17:4 18:17 19:5 52:24 53:1 67:12 105:11 cam 59:21 96:15 cameron 1:13 2:1 4:4 7:8 8:5 8:11,12 69:13 88:7 93:7 98:25 107:23 108:2 109:1,6,11 111:4 canadair 28:10 28:16 canadian 28:18 candidate 38:11 39:1 candidates 53:10,13 capacity 8:14 card 24:24 25:6 25:8,9 29:22 30:5,11,11,12 30:22,25 31:20 31:21 33:10,11 33:16 34:13,15 35:9,14 36:19 37:7,13 38:13 58:18,22 59:2 59:11,11,12,17 59:22,25 60:16 60:20,22 61:7	62:20 71:3 82:21 83:22 84:3 95:8 99:7 99:18 100:2,3,9 109:14 cards 22:1 25:4 67:1 72:4 career 28:14 29:5 carfagna 89:10 89:11 93:2 case 1:5 7:11 98:12,13 cash 29:17 51:7 70:3,6,6,6,7,11 categories 78:15 cause 2:4 65:2 caution 15:16 17:17 18:8 65:3 certain 8:15,17 66:9 85:3 certificate 4:7 110:1 certified 110:2 certify 110:3 cessna 28:18 cetera 9:21 cgi 32:12 chain 36:7 38:1 43:22 44:2 48:1 50:17 52:2 55:25 95:9 challenger 44:21
	c c 2:5 7:1 110:24 c's 71:4 85:5,16 85:21,25 calgary 28:2 call 10:21 39:24 52:11 53:6,8,9 53:23 61:9,10 96:15		

[change - concerning]

Page 118

change 108:4	citations 28:18	90:2,21,23	communicatio...
changed 100:10	civil 2:9 111:24	103:12 104:24	9:14 10:5
changes 4:6	111:24	closed 78:7,8	companies
64:11 108:1	claiming 94:2	81:16	31:23,25 103:20
110:17 111:9	clarification	closing 79:21	103:21 104:20
channel 105:6	50:10,14	81:10	104:21
channels 102:22	clarify 24:6	coca 74:9 79:11	company 18:24
102:23,25 103:4	clause 16:3 17:1	79:12	19:3 22:5,6,7
103:6	17:1 21:2 65:8	coin 29:14	27:9 42:7 49:14
charge 59:24	65:11	cola 74:9 79:11	compare 33:13
charges 36:13	clay 42:4,5,6	79:12	comparing 23:1
charter 22:1	clear 73:4 97:23	cold 105:10	comparison
24:24 25:4,6,8	client 20:8,8	college 27:23	37:14
25:10,12 26:6,8	32:5,22 33:13	28:1,9	comparisons
26:9,9,12 27:12	38:13,19,23	combination	36:19
27:15,16 29:21	39:8 45:18	77:21	competitor
30:5,11,23	47:20 54:5	come 49:9 59:14	89:14
31:20,21,22,23	64:25 67:9	72:3 73:8,9 81:7	competitors
31:24,24 34:13	77:23 78:3 81:1	comes 24:19	31:11,13,17
35:9,14 42:6	81:3 84:21,22	59:21	32:3 37:7
45:8 48:19,21	85:16,22 86:25	coming 80:1,5	completed
61:12 66:25	89:23 90:17	comments 61:14	111:16
88:11,23,24	91:12,15 94:8	61:17,18	completion
103:20,21	95:8,11	commercial	110:15
check 37:14	client's 78:18	11:2,5	components
66:9	clients 9:17,18	commission	15:20 70:22
chief 10:13 11:2	20:13 21:25	97:4,9,11,15	compound
11:4 44:7	22:16 24:10	98:10,19 109:25	19:12
choose 34:21	27:16 29:9	commissions	computer 32:5
christine 56:24	30:12,17 33:7	98:1	75:21
chunks 55:8	33:15,21 39:6	commitment	concept 30:20
88:8,15	42:11 43:12	25:2	concern 55:2
circumstance	49:4 53:18 61:9	commonwealth	96:4
77:13	79:5 80:20,22	35:9,10	concerning
	80:22 81:24		101:21

[concerns - coyle]

Page 119

concerns 55:6 65:8 concludes 107:2 conclusion 15:15 17:5 18:18 19:6 63:8 conditioned 16:14 conditions 39:16 62:1 71:5 79:24 84:20 85:11 86:10,18 86:19 91:4,9,16 91:25 94:11 106:17,20 conference 49:25 confident 80:13 81:17,22 confidential 12:20,22 13:1 16:9,16,22 17:3 18:6 94:19 107:11 confidentiality 20:9 confirmation 57:5 confusing 81:16 connecting 26:10 connection 97:16 consent 16:13 17:15 21:5,19	57:8 83:4 consider 78:1 consideration 109:17 considerations 77:3 considered 77:20 111:17 consists 14:8 consulting 33:12 contact 42:9 contained 16:7 contemplates 25:14 contents 16:8 17:10 19:21 contest 13:4 continuation 51:1 contract 18:16 19:4 25:10,14 56:18,19,19 67:12,16 79:9 85:3,5,11,16,19 85:25 86:18 87:2 88:20 101:21 contracts 16:17 74:6,7 98:8 control 46:23 conversation 56:23 conversations 7:5 65:4 78:23	81:12 converting 30:21 cool 22:15 copied 43:23 copies 35:17 111:14 copy 20:13 75:14 84:3 89:5 95:7 copying 44:3 66:18 83:13 89:4 98:25 corner 14:15 corners 1:3,16 3:2 7:9 10:17 12:3 26:21 29:3 30:1 31:9 34:12 35:3 38:5 45:2 50:12 75:8 89:17 100:17 103:11 111:4 corporate 4:14 8:25 24:4 30:9 90:8 correct 9:3,12 9:16,19,22 18:3 19:23 24:11 31:3 35:19 38:24 40:18,20 41:24 42:14 44:10 45:23 46:1 51:8 66:4 67:19,23 70:18 73:3,7 75:20	76:11,13,14 83:23 86:4 88:10 91:1,4,10 95:23 98:9 101:1,23 104:8 104:18 109:3 corrected 43:2 correctly 16:18 counsel 7:20 15:18 110:8,9 count 32:18 counter 1:5,9 8:1 56:9 country 40:13 75:24 county 109:9 couple 34:1 44:20 court 1:1 7:11 7:16 8:2 covered 9:24 67:14 coyle 3:4 4:5 7:22,22 8:17 9:3 9:6,9,12,16,19 9:22,25 10:4,8 10:22 12:15 13:15 14:12,17 14:23 15:11,14 16:23 17:4,14 17:17 18:7,17 18:25 19:5,12 19:24 21:7,14 21:17 25:22 26:14,17,19,24
--	---	---	---

[coyle - different]

Page 120

27:24 30:18 34:6 36:1,6,25 37:9,12 40:1 41:14 46:6,13 48:8,15 49:25 50:18,21,23 52:20 54:16,22 54:24 55:13 56:21 57:19,22 58:4,13 59:3 60:10,25 65:3 65:25 69:3,25 70:5 73:19,21 74:22,24 75:16 77:7 79:2,22 80:11 81:4 82:22 83:25 86:5,7,14,21 87:4,13 88:1,14 88:18 89:9,20 90:3 91:5,11,19 92:1,4 93:19 94:20 95:20 96:2 98:2 99:16 99:23 102:11 104:14 105:16 106:6,15,25 create 69:24 70:3,6 creating 27:9 crew 31:1,5 crr 2:6 110:24 csr 2:6 110:24 110:25	curiosity 22:8 current 76:20 85:2 currently 10:3,9 customer 34:20 54:10 64:21 75:5 89:23 customers 64:19 cut 19:19 44:13 62:8 cv 1:6 7:12 d d 1:3,16 3:2 7:1 7:9 111:4 dalio 38:15,17 100:25 dallas 2:8 7:13 45:2 damaged 104:24 data 103:19 date 81:14 108:3 111:12 dated 35:7 36:7 43:22 47:7,25 51:25 55:25 58:11 65:16 66:15 68:10 83:10 84:16 89:5 92:10 96:10 98:24 101:13 102:2 david 40:6,14 83:17	day 2:4 49:10 84:21 85:4 109:11,19 110:21 days 111:17 deal 12:19 19:9 19:15 20:10 27:1 48:18 52:19 71:1 78:7 78:8 79:21 81:10,16 96:12 96:19 debating 46:20 december 36:14 dedicated 31:24 33:9 deduce 42:23 defendant 1:5,8 7:25 define 71:9 defined 71:3,12 delayed 16:14 deliver 63:15 delivers 24:18 delivery 39:9 delta 28:21,22 depend 77:13 depending 23:13,14 80:23 depends 23:19 deponent 110:17 deposed 8:14 deposing 111:13	deposition 1:12 2:1 4:9 5:1 6:1 7:7,12 108:3 109:2 110:11,13 110:15 description 61:24 62:3 109:13 designated 8:24 designation 107:9 detail 44:17 detailing 44:10 details 43:3 57:7 determine 72:6 79:18 dfo 33:19 38:10 38:12,25 74:9 78:18,21 79:16 81:17,21 82:19 83:15,16,18 84:6 98:14 100:24,25 diana 35:8 differ 30:15 difference 29:11 differences 25:6 29:14 different 15:20 23:1,2 30:13 31:1,1,21 34:11 34:20 63:7 64:18 69:8,9 70:7,22 72:4 75:23 99:21
---	---	--	--

[different - equals]

Page 121

100:8 102:16,18 digit 24:1 direct 36:15 38:1 directly 19:17 19:18 director 39:21 39:25 40:24 75:7 88:4 directors 40:2,9 40:21 41:18,22 102:9 disclose 16:10 17:9,12,20,25 18:4,10 21:19 106:16,21 disclosed 18:14 disclosure 4:10 16:10,11 21:5 21:11 discounted 38:9 discuss 52:9 75:15 discussed 67:21 discussion 17:18 52:14,16 54:9,15 63:21 88:7 97:6 discussions 46:16 65:1 72:10 81:9 dispose 49:5 distinct 29:22 distribute 19:10	distributed 20:3 distributor 28:18 district 1:1,1 7:10,11 document 92:2 109:14 documents 12:5 12:23 34:2 doing 54:4 60:24 61:7 62:21,22 78:2 89:25 90:5,6 105:8 door 49:25 double 51:16 doubles 51:10 doubt 16:15 draft 56:18 59:8 64:12,14 74:25 82:11 83:22 102:8,12 103:1 drafted 60:1 82:14 drafting 67:15 99:11,13 duly 2:3 8:6 110:6 duplicate 60:11	early 105:23 eaten 87:10 echoed 94:12 edge 89:6,11,12 89:14,22 90:1 90:16,20 92:12 ef 74:8,8,9 79:7 79:8 81:1,19 efforts 41:22 90:12 eight 45:10,11 46:5,9,11 54:10 54:11,13,21 55:2 63:11,16 63:25 64:18 72:4,4 85:4 either 26:3,8 46:25 electric 105:19 email 4:10,16,18 4:20,22,23,25 5:2,3,5,6,8,9,11 5:12,14,15,16 5:17,19,20,23 5:24 6:2,3,5,6,7 6:9,10 35:7 36:7 38:1 41:7 42:21 43:14,22 44:2,2 44:14 47:6,25 48:1,10 50:17 51:4,25 55:25 56:5,16,23 57:4 58:10,16 61:22 62:17 64:7 65:16,17,24	66:1,15 68:10 82:4 83:10 87:24 89:4 91:1 92:10 93:1 95:9 95:24 96:10 98:24 100:15 101:12,19 102:2 111:13 emailed 111:15 emailing 52:3 emails 36:11 41:12 43:23 67:11 88:6 105:11 embraer 28:25 employed 10:3 10:10,14 employee 75:8 110:7,9 employees 36:12 40:19 ended 62:21,22 107:25 engineer 28:16 28:17 ensure 57:6 enter 39:11 entire 30:23 entities 24:4 54:13 entitled 82:20 entity 100:25 equals 63:17 70:2
	e		
	e 7:1,1 111:24 111:25 eagle 22:12,13 earlier 50:11		

equipment 104:1	executive 31:18	93:9 95:1,2 96:7	extent 16:11
errata 111:11	exhibit 4:10,12	96:10 98:22,23	f
111:13,16	4:14,16,18,20	100:4,8,13,14	fact 19:8 47:15
error 51:15	4:22,23,25 5:2,3	100:19,21	105:19
essence 19:21	5:5,6,8,9,11,12	101:10,11,14,16	fails 111:20
essential 33:19	5:14,15,16,17	101:18,24 102:1	failure 64:24
33:19,20	5:19,20,22,23	102:3,5	falcon 74:8,9
essentially 25:9	5:24 6:2,3,5,6,7	exhibits 4:9 5:1	79:7,8 81:1,19
85:6	6:9,10 8:24 13:9	6:1 35:22	fast 73:13
et 9:21	13:11,12,13,16	existence 12:25	favor 36:1
everybody	13:25 14:1,3,5,7	16:9,21 17:2,12	fca 10:21 11:1
75:14	15:6 34:4,7,9	17:21,25 18:2	12:25 13:11,14
exact 81:14	35:5,6,10 36:2,4	21:20	14:10 16:21
exactly 12:24	36:9 37:23,25	existing 32:22	17:1,9,12,20,24
13:2 74:12	41:5,7,10,13,25	38:19,23 64:25	18:5,10 19:8,14
examination 4:5	43:14,20,21	exp 110:25	20:8,12,22 21:4
4:5 8:7 106:14	44:12 47:3,4,5	expenses 70:1	21:10,19 27:3
examined 110:5	47:23,24 50:9	70:14	27:18 29:19,20
example 34:19	50:15,16 51:24	expires 109:25	30:12 31:11
104:2	52:1 55:23,24	explain 41:16	34:5 35:6 36:4
examples 31:15	56:2,4,13,15,16	44:24,25 51:17	37:25 41:7
31:17 103:21	56:22 57:22	65:23 94:23	43:22 45:7,25
exceed 72:15	58:8,9,12 60:2,5	explaining	47:5,25 48:3,4
except 109:3	60:6,8 64:4,5,6	64:11	49:13 50:16
exchange 84:15	65:14,15 66:13	explanation	51:24 53:9,18
101:19	66:15 68:8,10	25:6 54:19	55:25 56:15
exchanges 56:5	68:13,15 74:14	expound 53:19	57:11 58:9,19
excited 32:6	74:15,17,21	express 55:1,3	60:8,9,11,24
exclusive 89:17	78:6 82:2,3,8,10	55:16 78:24	65:16 66:10
excuse 7:13 87:8	82:23,24 83:8,9	expressed 43:7	68:10 74:16
executed 56:17	84:12,14 86:7,9	109:17	75:1,23,25 76:4
56:19 109:16	86:13,18,19	expressing 66:3	76:5 82:4 84:14
execution	87:22,24 89:3,7	79:16	87:24 89:4,14
100:18	89:8 90:11 92:3	extend 51:14	92:11 94:15
	92:4,8,10,25,25		95:2 96:10 97:4

[fca - fractionals]

Page 123

97:8,11,15,25	fca021935 4:13	finding 24:10	form 26:14
98:17,24 100:15	fca023002 4:25	81:5 88:25	70:17
101:5,11 102:1	fca023066 4:22	finish 10:22	formally 32:12
102:24 103:4	fca023144 4:11	37:9 54:22	forwarded 56:9
fca's 8:25 9:10	fca030313 5:13	104:14	56:24 93:1,2,7
9:13,17,20 10:5	fca036029 6:9	firm 7:17 21:23	forwarding
12:19 52:5,6	fca036920 5:22	first 8:6 16:1	64:7
56:9 90:9,9,11	feasibility 22:25	35:11 48:1	forwards 52:8
fca000283 5:23	feb 4:18,20	58:16 62:11,16	56:16
fca000489 5:16	february 11:5	70:24 71:24	foundation
fca000806 5:18	36:8	95:9 99:6	12:15 16:23
fca001259 6:4	federal 2:8	five 25:19 49:22	54:16
fca001344 6:8	111:18,24	68:1 80:22	foundational
fca001896 6:2	feel 80:10,12	106:3	68:23,25
fca002189 5:25	87:11	fl 111:14	founded 27:3
fca002572 5:21	felt 80:12 81:17	fleet 22:25	founding 27:6
fca002780 5:7	81:21	flight 8:25 28:24	four 1:3,16 3:2
fca002874 5:8	fewer 73:22	flights 30:12,16	7:9 10:16 12:3
fca003025 5:10	figure 96:14	flip 56:8	26:21 29:3 30:1
fca003037 4:21	filed 7:10	floor 3:5	31:9 34:12 35:2
fca003040 4:24	fill 70:17	florida 3:12	38:5 40:4 45:1
fca003842 6:6	final 65:12	111:18,24	50:12 75:8
fca004077 6:11	finalize 80:1	flow 51:7	89:17 100:17
fca004335 4:15	finalized 79:24	fly 42:25 106:24	103:11
fca004774 5:5	finalizing 52:19	flying 61:25	fourth 103:14
fca004917 5:14	67:12	81:6 103:11	fraction 25:17
fca004974 5:15	finally 65:17	follow 47:19	fractional 22:1
fca004987 5:19	financed 31:9	62:1 71:13	24:25 25:1,7,16
fca005003 5:2	financial 69:18	follows 8:6	28:20 53:17
fca005005 5:4	financially 7:18	44:19	80:19 81:3
fca005033 4:19	110:10	ford 23:11	fractionally
fca005036 5:11	find 27:16 41:19	foregoing 16:11	81:6
fca005214 6:5	45:22 55:10	109:1,15 110:12	fractionals
fca005654 4:17	73:16 86:12	110:13	103:11

freedom 29:22 30:9,16,16,20 31:4 32:3,11,21 32:22 33:1,7,9 48:5 77:22 fund 38:18 funds 36:16,24 further 106:12 106:25 fyi 52:9	gives 29:8 global 36:13 38:7 44:20 58:20 76:21 100:17 go 13:25 27:20 27:25 30:19 35:4 37:14 41:18 43:18 44:1 45:21 48:1 49:22 50:2,10 51:3 62:16 69:8 71:12,21 75:13 81:11 82:12 86:6 87:13 89:3 92:24 93:25 95:4 107:6 goal 72:1,3,8,11 72:13,14,15,16 72:18 73:9 74:1 goes 60:9 64:20 going 8:20 10:21 13:10 24:3 27:9 32:17 34:4 35:22 36:3 38:1 41:6,9 45:21 46:4 48:8 56:14,21 58:2 58:12,25 65:23 78:4 80:8,24 87:17 92:9 105:19,23 good 7:2 8:13 88:6	governs 16:16 gowans 1:13 2:1 4:4 7:8 8:5,11 8:12,13 10:2 69:13 96:11 98:25 106:16 107:23 108:2 109:1,6,11 111:4 graduate 28:6 graduated 28:8 great 24:8 group 3:11 11:19,23 12:9 12:14 13:18,20 21:22 22:16,20 24:2 47:9 89:18 95:6 groups 53:25 guaranteed 61:5 guess 14:21 20:19 23:17 29:8 44:1 45:4 50:24 53:7 guessing 73:15 gulfstream 28:17,19 103:17 gut 72:7 gutchess 3:10 4:5 7:24,24 8:8 8:19,20 9:5,8,10 9:13,17,20,23 10:1,2,7,9,25 12:18 13:7,10	13:13,16 14:19 14:20,24 15:12 15:23 16:25 17:11,15,20 18:10,23 19:2,8 19:14 20:2 21:10,18 25:25 26:15,20,25 28:3 30:25 34:8 35:6,21 36:3,7 37:1,13,19,22 37:24 40:2 41:2 41:4,6,15 43:18 43:21 46:7,15 47:5,22,24 48:12,16,17 49:20 50:8,16 50:19,24 52:2 52:23 54:18 55:1,15,22,24 56:12,14,22 57:21,25 58:6,9 58:15 59:4 60:5 60:7,12,13 61:4 64:3,5 65:7,15 66:2,14 67:24 68:9 69:6 70:3,7 73:20,22 74:15 74:23 75:2,18 77:10 79:5,25 80:4,5,14 81:7 81:25 82:3,24 83:7,9 84:2,13 86:6,8,17,23 87:6,12,14,16
g			
g 7:1 g500/600 103:13 game 51:11 gauge 41:19,22 general 12:8 23:25 27:19 generally 24:4 52:4,18 97:19 103:3 generate 51:6 ginger 65:18,18 give 13:4,6,7 15:16 25:5 31:15 33:5 34:4 36:4 47:2 51:24 66:14 74:18 80:21 86:12 89:3 92:10 96:14 101:15 102:4 106:3 given 34:19 50:25 109:18 110:14			

87:23 88:2,16 88:22 89:10,22 90:5 91:8,14,20 92:3,5,9 93:21 94:23,25 95:2 95:22 96:4,8,9 97:18,20,24 98:3,21,23 99:17,24 100:6 100:7,12,14 101:9,11,25 102:13 104:16 105:24 106:3,12 107:1,15 guys 32:10 37:17 38:2,6 50:1 58:16	happy 93:7 harder 55:10 73:23 hardware 32:6 haveles 3:4 80:3 97:16,19,22 100:4 105:18,22 107:3,19 111:1 hayes 40:6 head 33:25 42:23 49:17 55:12 65:19 69:1 83:24 103:22 header 48:10 hedge 38:18 heisten 66:16,18 67:5 helped 29:7 henry 41:25 42:1,24 43:9,10 hereto 16:6 110:19 high 24:1 40:25 66:19,21 67:8 hit 51:11 hoc 77:5 holding 22:6,7 home 51:11 hope 58:4 93:7 hopefully 32:9,9 32:10 hour 36:13,23 37:6 42:10,12 49:21 67:25,25	73:15 76:16,20 96:12,19 hourly 36:15 hours 9:1 15:21 25:10,13 26:22 38:7 39:10 41:23 42:9 43:1 44:21 45:3,5,19 45:22 46:1,5,10 47:10,11,13,15 48:19,21 49:4 50:12 53:10,13 53:17 54:13 55:7,11 57:13 59:1 61:23,24 62:20 63:13,17 63:18,19,21 69:5,20 70:24 71:3 72:18,22 73:5,12,12 74:2 74:4,10 76:5 78:9,12 79:17 80:7 85:22 88:15,19,21 89:1 90:1,13,17 90:21,23 91:7 91:13,16,22,23 93:24 96:12,21 97:5,17,25 98:3 99:9 101:22 104:17 105:9,25 house 80:20 hr 65:19 huh 14:17 32:8 34:14,16 37:21	43:5,25 44:5 49:15 66:17 70:14,15 77:2 80:9 84:24 90:10 92:17 94:6 hutton 74:8 i idea 59:14,15,16 60:15,19 identical 85:4 identified 4:9 5:1 6:1 105:10 identify 103:18 identity 109:13 immediate 24:17 importance 66:3 important 68:20 69:16 include 64:24 65:4 including 16:8 incremental 77:21,25 independent 15:18 17:8 18:21 index 4:1 indications 78:11 indicator 71:23 individual 8:14 38:14 66:20,22
h	h 3:4 111:1 half 32:13 67:25 hand 11:21 13:10 14:15 41:6 56:15 84:13 101:11 109:18 handing 37:24 43:21 47:5,24 55:24 58:9 60:7 64:5 65:15 67:13 68:9 74:15 82:3 83:9 95:2 96:9 98:23 100:14 102:1 handles 40:13		

[individual - know]

Page 126

<p>78:18 79:10 individually 1:14 98:6 industry 89:18 89:19 informal 78:23 information 9:7 16:7 36:20 62:6 62:10 91:12,15 91:21 initial 71:13 79:12 inning 51:10 input 57:18 58:1 64:20 65:10 insight 4:16 30:11 33:10,11 33:16 34:15 35:8,13 38:13 38:22,23 58:18 58:22 59:2,10 59:11,17,22,24 60:16,20 61:7 61:15 62:17,20 62:23,25 63:1,2 63:5,6,7 66:25 69:12 75:10 82:6,7,21 83:22 84:3 89:5 95:7 99:7,18 100:2,3 100:8 instance 2:2 instantaneously 39:10</p>	<p>instrument 109:15 insurance 104:19,20,21 intent 72:12 interest 41:19 41:23 43:7 67:6 78:24 79:16,19 interested 7:18 32:25 43:11,12 54:4 79:13,14 96:20 110:10 interim 24:10 24:15,16,22,24 39:5,10 42:18 43:1 53:17 77:22,24 80:19 80:21,22 81:1 103:10 104:5 105:1 intermediary 26:10 internal 88:7 internally 55:5 internet 62:15 interpretations 29:13 introducing 45:18 involve 81:5 involvement 12:6 67:15 issue 61:8 88:12 88:17</p>	<p>items 91:6 j january 1:17 2:4 7:3 11:5 35:7 108:3 110:21 111:3,4 jay 40:6,14 jeff 3:13 7:24 10:4 14:12 jeffrey 3:10 jeopardy 105:18 jet 25:4,6,8,9 28:22 29:2 30:9 31:1,4,7,18,25 36:19 37:7,13 45:2 62:12 95:14,15 jetsuite 29:2 jim 39:20,21 40:6,13 42:20 44:3 66:18 83:19 98:24 job 111:4 joe 3:16 7:15 89:10,11 93:7 jr 3:4 111:1 judicial 16:12 julie 2:5 7:16 110:24 july 11:12 june 72:24 73:6 74:2,5 100:16</p>	<p>k keep 12:25 16:21 17:2 18:5 51:10 94:18 95:12 kennedy 52:3 56:24 64:8,10 kennedy's 57:4 kevin 35:8 38:3 38:3,4 75:7 83:10,21 84:2 88:3,4 98:16 101:13 key 71:23 kind 40:23 knew 75:4 85:17 know 9:4 12:11 12:12,23 13:2 18:22 19:3 20:15 23:25 32:17 34:24 36:12,18 39:16 42:1,20 43:6 46:14 47:15,17 47:19 57:25 58:25 60:18 63:8 66:23 70:1 79:9 81:14 82:18 89:21 90:6 91:22 93:20 95:16,17 95:18,21 96:3 96:24 97:1,10 97:11,14,15,24 98:6,12,20</p>
---	---	--	---

[know - make]

Page 127

100:16 101:2 102:13,19 104:11 106:24 knowing 80:8 knowledge 15:19 17:8 18:21 23:24 known 109:11 kpi 71:22,22 kyc 64:24 kyle 40:6,14 92:11	lay 15:19 lead 71:7 88:8 leader 68:19 69:13,14 leadership 27:19 leading 89:6,11 89:12,14,22 90:1,15,20 92:12 leased 31:8 leasing 25:17 leaving 63:17 left 73:22 legal 3:16 9:9 15:14 17:4 18:17 19:5,7 64:11 111:23 legitimate 79:20 leona 52:4,24 lessing 83:17 letter 72:12 level 40:25 leverage 102:22 102:24 103:4 leveraging 103:6,9,10 lewis 39:20,21 40:6 43:13 44:3 44:13,19 66:18 82:5 84:16,18 98:24 liability 69:21 licensed 110:3	lift 24:10,15,16 39:5,10 42:18 53:17 77:22 80:19,21,22 81:1 88:25 103:10 104:5,7 105:1 likely 73:16 limitation 46:11 54:10 64:24 limitations 84:21 limited 54:21 73:11,12 limiting 55:2 line 59:1 108:4 lines 28:22 linx 29:2 lisa 3:4 7:22 lisa.coyle 3:7 list 80:21 little 27:20 46:23,23 llc 1:3,15 3:2 7:9 95:14,15 111:4 llp 2:7 3:5 7:22 loan 80:6 located 75:23 location 7:12 loi 72:11 long 23:9 25:2 28:12 53:6 look 13:17 16:1 16:3 24:22 35:12 44:12,15	44:16,17 56:1 57:15,23 59:20 69:8 74:11 76:19 77:1 81:11,13 99:3 99:17 101:15 102:19 looked 93:10 99:5,22 looking 15:5 23:13 51:6,9 84:19 looks 44:9,13 51:6 56:7,8,17 56:18 58:21 59:8 60:10 64:6 68:11 78:7 92:24 100:15 lot 12:4 29:7 104:21 low 23:25
I			m
la. 42:7 66:20 lacks 12:15 lacy 42:4,5,6 43:6,9 language 57:17 57:18 58:1 64:18,20 65:11 67:16 large 48:21 49:4 larger 73:23 77:20 latin 22:10,12 launch 32:11 launched 32:12 law 3:11 16:12 28:8 lawyer 17:6,19 18:22 lawyer's 17:7 lawyers 18:20 65:4			machine 2:7 made 51:19 61:19 87:10 110:17 magnum 31:25 main 47:6,7,8 47:11,12 95:4,5 96:12,16,17 maintenance 24:20 42:7 104:10,13 make 8:21,21 13:3 41:1 70:22

[make - moment]

Page 128

85:15 making 29:16 manage 30:17 40:16 management 29:20 30:1 31:18,18,23 42:6 84:4 100:22,23 101:12,20 manager 30:2 managing 39:21 39:25 40:2,8,24 41:18,21 102:9 manufacturers 29:7 104:1 march 4:20,23 5:6,8,12,20 43:22 47:7,13 47:25 48:2 50:17 51:25 55:25 56:8 58:11 60:14 65:16 66:15 78:8,22 79:15 80:1 marino 84:4 100:22,23 101:12,19 mark 8:23 35:23 37:22 43:18 47:22 49:21 55:22 56:12 58:7 64:3 67:25 82:1 83:7	94:25 98:21 100:12 101:9,25 marked 13:9,12 34:7 35:5 36:2 37:23 41:5 43:14,20 47:4 47:23 50:15 52:1 55:23 56:13 58:8 60:6 64:4 65:14 66:13 68:8 74:14 82:2 83:8 84:12 87:22 89:8 92:8 95:1 96:7,8 98:22 100:13 101:10 101:24 market 23:19 26:6 32:21,22 42:13,17,25 43:2 45:8 61:12 63:18,19 71:12 76:5,9,10,17,24 88:11,23,24 104:4 marketing 9:11 29:12,15 90:9 90:12 105:11,13 105:25 materials 29:15 matter 7:8 9:5 95:19 mccausland 79:1,4	mean 13:3 17:1 18:2 19:18 22:8 27:13 36:23 39:7,13 41:15 42:19 51:21 52:23 54:12 61:4 62:18,22 69:14,21,24 70:4 71:9 75:19 77:6,24 79:19 97:16 means 27:14 70:25 meant 51:17 89:21 measure 71:22 73:4 media 105:11 105:25 meeting 75:13 75:17,18 membership 37:3 38:4 75:7 88:4 memory 13:3 mente 11:18,23 12:9,13 13:18 13:20 21:22 22:5,8,16,20 24:2 26:1 29:2 32:22 36:11 39:22 40:11,19 44:8 45:2 47:9 53:18 75:1 76:1 77:5,8,15 88:11	88:23,23 95:6 102:8 103:11 message 84:15 messages 105:12 miami 3:12 michael 48:2 55:17,19 56:25 97:7 microphones 7:4 mid 81:13 middle 85:1 midwest 40:14 million 24:1 80:6 millions 24:1 mind 28:15 81:7 mine 86:14 minimum 44:21 minus 70:1 minute 68:1 74:18 86:12 101:15 102:4 minutes 49:22 53:7 106:4 mirrored 87:7 missions 77:19 misspoke 50:11 mistake 51:19 model 48:3,4,6 moment 8:21 14:1 44:23 56:1 88:2
---	--	---	---

[moments - okay]

Page 129

moments 87:9 monday 93:7 money 69:23 70:12,13 month 49:12 months 42:14 73:22 morning 7:2 8:13 87:10 88:6 move 54:5 92:6 moved 11:17 moving 68:1 mros 104:9 multiple 15:7 25:14 mute 7:6 mutual 4:10	91:22 needs 104:7 negotiating 71:1 negotiation 12:6 negotiations 72:10 net 66:20,21 67:8 never 21:4 77:18,18 new 1:1 3:6,6 7:11 23:14 27:9 42:9 45:22 49:13 nods 49:17 55:12 69:1 83:24 103:22 noel 65:18,18 non 4:10 nondisclosure 12:10,13 13:17 84:7 northeast 38:18 40:15 notary 109:23 note 7:4 41:7 111:10 noted 109:3 notes 74:11 81:11,14 notice 8:23 november 32:13 number 9:10 14:15 31:21 41:2 44:21	73:11 93:3,13 94:5 numbered 2:4 numbers 14:14 nw 3:11	99:16,23 102:11 october 73:18 oems 103:25 offer 29:19,21 29:22 42:11 52:5,6 60:15,20 90:16,21 offering 32:5 58:22 59:2 60:15,17 89:17 offers 29:20 office 109:18 officer 10:13 11:2,5 44:7 110:11 offload 38:8 oh 10:8,24 22:15 28:3 49:1 57:1,24 61:20 69:19 75:2 92:13,21 96:19 104:15 ok 51:14 okay 9:8,13 10:1,8,21,24,25 11:8,10,13,15 11:18 12:4,4,12 12:18,25 13:3 13:22,25 14:3,7 14:16 15:23 16:1,20,25 17:11 18:5,14 19:8 20:2,5,12 21:2,22 22:4,11 22:19 23:7 24:2
n		o	
n 7:1 name 7:15 8:9 33:24 79:9 83:4 95:8,11 108:2 109:14 110:20 names 78:18 nda 13:8,20 20:9,13 57:6,12 near 42:13 need 8:23 21:17 24:6,16 35:21 38:8 42:10 49:5 85:2,2 88:7 96:13,14 105:1 106:23 needed 55:7 72:5 86:25		o 7:1 oath 17:24 109:12 110:6 oaths 110:4 object 21:17 40:1 48:8 86:22 objection 12:15 14:23 15:11,14 16:23 17:4,14 17:17 18:7,7,17 18:25 19:5,12 19:24 21:7,14 25:22 26:14,24 27:24 30:18 36:25 41:14 46:6,13 52:20 54:16 57:19 58:13 59:3 60:25 65:25 69:3,25 70:5 73:19 75:16 77:7 79:2,22 80:11 81:4 83:25 86:5,21 87:4 88:14,18 89:20 90:3 91:5 91:11,19 92:1 93:19 94:20 95:20 96:2 98:2	

[okay - owners]

Page 130

24:5,7,12,23	65:10,20,22	104:6,9 105:2	options 23:2
25:3,5,15,20	66:2,6,10,12,21	106:2,3,5,12	28:24 33:13
26:2,11,15,19	67:2,5,11 68:22	107:1,17,21	34:11,20 44:22
27:5,17,20,22	68:24 69:6,12	ones 26:20	44:23
28:3,6,8,12 29:1	69:16,19 70:13	46:17 69:8	oral 1:12 2:1
29:4,18,24	70:24 71:3,11	103:9,10	orally 55:13
30:15 31:10,10	71:16,24 72:11	online 59:22	order 107:9
31:15,20 32:1	72:13,17 73:1,4	open 45:8 63:18	ordering 111:15
32:14,16 33:1	74:7,10,13 75:2	63:19 76:10	organization
33:10,15,18	75:6,9,12,18	opened 64:14	15:25 27:19
34:1,1,3,22 35:4	76:3,15,21,23	72:8	original 44:1
35:20 36:10,20	77:1,12 78:4,11	operate 25:18	60:1,2 94:7,14
37:4,8,17 38:6	78:14,21 79:1	27:14 29:20	104:1
38:14,19,25	79:11,15 80:4	operating 44:7	outcome 7:19
39:4,13,19 40:8	80:21,25 81:2,9	operational	110:10
40:16,19,21,23	81:15 82:13,20	106:23	outside 88:25
41:12,21,25	82:25 83:2,7,16	operator 27:11	outsourcing
42:8 43:6,13,18	83:19,21 84:6	28:22 30:2	30:21
44:9,19 45:4,12	84:13,18 85:8	operators 31:22	overflying
45:20,21,24	85:10 86:15,16	opportunities	53:17 80:19
46:11,19 47:2	87:23 88:6,16	48:21 49:9	overhaul 104:10
47:10,19 48:7	88:22 89:14,16	opportunity	oversight 4:14
49:1,24 50:14	89:22,25 90:8	44:10 46:24	overview 66:25
50:21 51:21,24	90:15 91:24	48:24 49:2,3	67:2 70:20,21
52:18 53:1,4,8	92:7,13,20,23	51:4,18 59:9	75:10 76:4
53:11,19,22	93:6,11,21,25	72:8 75:4 77:18	own 15:18 17:8
54:1,7,12,14,18	94:5,13 95:17	82:6,7,21 83:22	39:3,3 90:2
55:6,15,21 56:7	96:19,22,24	84:4 89:6,18	98:11 103:2
56:11 57:1,11	97:1,8,22 98:5,7	90:16 93:13	owned 31:8
57:15,21 58:6	98:13,15,17	option 34:21	owner 29:21
59:10 60:2,4,7	99:8,11 100:11	44:25 45:1,15	30:3 38:18 45:5
60:12,19,23	101:5,16,21	45:16,20,25	45:19
61:20 62:2,6,8	102:5,10,13,18	46:16,16,20,21	owners 27:15
62:11,16,24	103:2,7,9,16,18	46:22,22 62:19	53:17 103:13,17
63:6,10,24 65:7	103:20,25 104:4		103:18

[ownership - presentation]

Page 131

ownership 30:10,21 owns 31:7	partner 31:25 partners 89:18 89:19 95:14,15 parts 75:24 party 7:18 16:6 passenger 64:25 passengers 88:9 past 11:21,24 13:23 paste 19:19 pasted 44:13 62:8 pat 83:13,14,15 101:12,19 pause 21:15 26:17 86:22 pax 88:9 pay 25:9 70:14 96:13 97:4,8,11 97:25 98:1 people 45:22 55:10 80:8 81:5 96:1,5 percent 72:18 73:5 74:2 76:16 76:23,25 percentage 74:4 performance 71:23 period 110:18 permission 20:23 permit 16:10 person 42:17 57:6,12 88:20	105:10 109:14 personal 22:8 personally 109:11 peter 3:4 79:1,4 111:1 peter.haveles 3:7 111:2 phones 7:6 photo 62:12 photographs 83:4 pick 7:5 36:17 51:10 62:20 picture 25:12 piggyback 94:9 pioneer 1:2,15 3:2 7:8 111:4 place 19:10,15 20:23 102:10,14 placed 19:22 91:10,18 plaintiff 1:4,9 7:23 8:1 plan 68:16,17 68:18 69:2,4,10 71:12 73:1 78:4 planes 29:8 plans 69:7 play 27:5 99:11 played 51:19 please 7:4,5,20 8:3,9 58:17 74:18 101:15 102:4 105:21	107:4 111:12 pllc 3:11 point 47:1 49:13 79:23 policy 16:16 portions 107:11 position 10:16 10:19 11:1 40:25 positions 11:18 11:21,23 possible 32:25 54:6 73:13 potential 20:8 20:12 48:18 89:23 107:9 powerpoint 59:5 83:23 84:4 pre 25:9 64:21 65:2,8,11 69:20 73:6 74:2 prefer 34:21 preference 46:25 preferred 24:21 46:17 prepare 34:22 75:9 prepared 59:4 69:10 101:2 106:18,22 present 7:20 presentation 19:10,11,16,22 20:3,14,23
p			
p 7:1 p.m. 2:5 59:21 87:19,19 106:9 106:9 107:23,25 pacheco 3:10 7:25 37:21 41:3 page 4:1 14:9 34:13 38:2 58:16,19 59:20 60:11 62:3,11 62:17 64:17 76:4,16 77:1 102:21 105:3 108:4 paid 69:20,22 73:6 74:2 97:15 98:10 parent 15:25 22:5 part 28:11 40:13 41:21 62:19 66:5 68:19 90:11 particular 42:21 parties 9:14 10:6 16:6 17:22 18:1,12,15 19:11 20:3 32:25 57:8 110:8 111:15			

[presentation - putting]

Page 132

34:10,23 59:8 59:11 62:9 74:25 79:12 82:6,11,13,20 85:12,20 87:3 90:25 91:10,18 93:10,18 94:2 95:8 99:25 102:8,10,14,20 103:1 presentations 84:19 99:22 presented 84:4 presenting 75:5 president 8:15 11:2,4,25 18:23 19:2 27:7,18 47:8 95:5 96:17 presold 78:9 presume 70:16 pretty 23:17 81:17 previously 10:19 91:17 92:14 price 23:21 36:18 71:4 76:6 76:9,9,20,24 96:12 pricing 48:3,4,6 primary 72:14 72:15 78:14,19 prior 81:10 99:21,25 110:5	priority 99:18 100:9 privacy 16:16 private 7:5 36:19 37:7,13 76:12 95:14,15 proactive 105:8 probably 25:1 38:8 82:19 problem 35:25 procedure 2:9 111:24,24 proceed 8:4 proceedings 4:3 107:25 process 16:13 52:19 105:4,6,7 proctor 13:18 36:11 38:2,6 43:17 44:3,9,22 47:7 52:3,8,15 53:22 56:8,16 57:5 58:2,10,15 59:21 60:14 64:7 68:11 70:25 82:5 89:4 89:16,25 90:20 101:7 proctor's 44:13 produced 2:2 product 48:5 59:12,13,18 71:3,9 products 29:18 29:23 30:24	34:11 profit 46:23 69:24 70:1,2,8 program 14:10 14:21 15:1 30:25 33:11,12 36:16 37:3 42:12,16 43:4 57:7 59:22 60:22 86:3 91:9 91:17,25 106:17 106:20 programs 29:22 30:5,22 38:4 67:6 75:8 76:12 promotion 29:16 proposal 4:14 56:5 57:2 58:19 59:11,23,25 93:8 proposing 95:25 96:5 prospect 32:23 34:10 79:21 82:6 96:20,22 prospective 9:18 prospects 71:25 72:5 82:12,17 82:18 proved 109:12 provide 21:19 21:24 22:23 27:10 54:19	61:11 provided 16:11 64:21 110:18 provider 25:18 providers 30:13 31:23 providing 29:15 provision 20:9 provisions 2:9 public 36:21,22 109:23 publicly 103:19 pulse 105:23 purchase 25:10 25:13 45:25 48:19,21 78:12 purchased 42:9 70:24 72:22 76:5 104:7 purchaser 46:5 91:22 purchasing 24:17 25:17 30:6 79:17 purpose 27:8 75:3 purposes 109:16 pursuant 2:8 put 36:16,24 48:13 59:10,17 85:11,19 87:3 91:4 105:19 putting 58:21
--	--	---	---

[qi - reporter]

Page 133

q	rarely 49:4 rate 36:15 37:4 38:9 rather 51:19 61:23 ray 34:25 35:1,2 35:8 38:15,17 65:17,20 66:1 100:25 reach 74:1 83:3 104:6 reached 49:20 67:25 read 14:25 16:4 16:18,25 45:9 48:23 51:5 64:14,16 84:25 85:1 88:2 93:22 94:10 107:4,7 109:1 111:8 reading 16:5 45:1 74:9 99:2 really 53:21 64:19 reason 11:15 108:4 111:10 reasonable 64:23 111:17 reasons 64:23 recall 13:22 46:15 52:6,14 52:16,18 53:8 53:11,12,22 54:1,3,14 55:18 64:13,16 65:1	67:20 79:15 92:19,22 100:10 receipt 111:17 received 15:17 69:23 receiving 20:13 84:7 recognize 14:1 35:10 36:8 56:2 68:13 74:16 82:8 89:6 100:19 101:14 101:16 102:3,5 recollection 13:19 16:20 46:7 record 2:10 7:3 7:21 8:10 16:4 50:3,7 68:3,7 85:1 87:13,17 87:21 94:10 106:6,7,11 107:5,23 110:14 recorded 7:7 110:12 reduce 69:20,22 reduced 36:16 36:24 refer 12:23 reference 67:3 referenced 111:6 referring 86:11 88:13 92:2 93:9 93:18 105:5	refers 86:19 92:25 refresh 13:19 16:20 regard 111:19 regarding 9:14 20:9 22:17 57:12 93:12 register 29:17 regular 45:8 regulation 16:12 reject 64:23 related 7:17 16:7 relative 110:7,8 relevant 91:6 remain 45:5 remember 23:6 33:4,24 54:8,9 59:19 63:9 67:14 74:11 98:20 renew 33:22 rep 8:25 repair 104:10 repeated 85:6 replacement 24:19 replacing 30:10 report 43:15,16 reported 2:6 reporter 7:16 8:3 110:2,18
r			
r 7:1 rack 37:4 random 48:20 range 23:25 ranges 23:21			

[reporter's - saying]

Page 134

reporter's 4:7 110:1 reports 43:17 representative 1:14 41:8 90:8 representatives 40:10 representing 7:15 represents 26:3 26:8 requested 110:16,17 required 16:12 resale 15:22 resell 26:23 45:7 46:2,5 48:19,22 71:10 77:5,10 77:11 80:13 90:1 reselling 85:22 93:23 reserve 107:3,7 resign 11:11 respect 90:12 respond 36:14 67:5 responded 43:6 responds 44:22 51:4 response 38:10 48:23 51:5,13 51:14 54:1 55:18 61:13 85:1 95:13	responsibilities 27:17 66:7 responsibility 39:23 69:15 71:11,16 responsible 40:17 101:5 restart 49:23 restivo 44:4 restriction 61:2 restrictions 85:15 86:24 retail 84:22 returned 111:16 reuse 77:8 revenue 70:1 review 14:1 44:23 57:17 85:2 99:14 110:15 111:7 reviewed 12:4 74:20 right 8:12,16,19 9:2 14:8,15,22 16:1 18:24 19:21 20:3,6,18 20:21,25 23:3 23:16,18,20 25:11 28:23 30:8 31:2 32:24 33:17 35:23 36:3,22 37:24 39:17 41:1,4 42:22 44:25 46:3 47:2 48:15	49:6,11,14,16 49:20 50:8 51:7 55:9 56:14 58:6 58:23 63:14,22 66:14 67:18,24 68:9 71:1,7 73:14,20,25 76:10,24 77:14 78:17 81:2,25 85:12,18,24 86:1,11,23 87:1 90:9,24 91:8,14 91:17,20 92:9 92:16 93:4,10 93:18 94:3,17 94:19 96:9 98:8 100:2 101:25 103:21 104:17 107:4,7 ring 29:17 risk 46:22 rmr 2:5 110:24 rock 68:17,17 68:25 69:2,7,10 69:12,13,14,15 69:16 70:20,21 70:23 78:4 rocks 68:19,20 rodgers 48:2,13 48:17 51:4 52:9 52:15 56:17 58:11 82:5 96:11 97:7 role 11:17 27:5 99:11	roles 40:8 room 49:25 50:1 50:2 ross 2:7 7:13 roughly 42:10 rule 16:12 111:24,25 rules 2:8 111:18 run 37:17 51:11 runs 38:4 73:17
			s
			s 7:1 sales 8:25 9:11 28:16,17 29:4,6 29:6,11,16 33:1 33:3 35:2 65:21 66:1,5,6 75:1,10 75:13 76:3 82:11,13,20 90:9,12 102:22 102:24 103:4 105:3,6,6,7 salesforce 81:8 81:12 salespeople 75:23 98:11 salesperson 28:19,20,25 42:4 98:15 salient 94:11 save 35:24 saying 42:16 45:20 52:3 53:23 64:8 79:25 80:10

[says - sold]

Page 135

says 14:14,25 15:1 21:2 36:12 38:2,6,10 47:11 48:9,11,13,17 51:9 52:9 58:16 58:18 59:20 61:14,22 68:17 76:19 84:19 88:22 93:17 99:18 100:8 scenario 45:4 schneider 35:8 school 28:8 seal 109:18 second 21:15 26:19 59:20 72:25 73:1 99:18 section 70:16,20 70:21 security 80:8 see 12:5 14:11 21:2 35:15 36:11 38:2,10 42:8 43:3 44:2 44:24 48:9 51:12 52:12 57:4,9 58:3,16 60:13 61:13,18 61:19,22 64:8 64:10 67:4 71:14 76:7 84:17,18,21,23 88:6 89:16 90:15,18 91:2	93:6,15,25 94:5 99:1 seen 12:12 13:22,23 14:5 35:11 41:10,12 48:4 103:21 segment 31:14 31:16 103:14,16 select 89:18 sell 29:8 42:10 42:24 55:7 61:23 69:20 73:12,13,18,23 76:16,23 80:7 81:17 105:9 seller 26:4,9 sellers 45:10 selling 24:18 28:25 72:17 73:15 88:8,15 97:5 send 43:14 58:17 82:16 84:10 sending 83:21 84:3 sends 71:13 senior 39:21,23 39:24,25 sensitive 7:4 sent 9:6 83:13 100:15 september 12:2 12:2 73:17	series 56:5 service 27:9 30:10 32:6 38:21 39:12 104:12 services 1:2,3,15 1:16 3:2,3 4:16 7:9,9 22:22 26:9 26:9 29:19 30:10,22 33:19 33:20 35:13,14 35:18 82:19 88:5 111:4,4 share 25:16,17 57:7 74:25 94:7 94:14,21 shares 22:2 sheet 111:11,13 shorthand 2:7 110:2 show 34:1 61:21 sic 11:4 44:20 76:20 side 96:13 97:2 sides 29:14 sign 12:9 20:9 20:13 57:12 80:8 84:7 101:22 107:4,7 111:12 signature 4:6 108:1 109:2 110:23 signed 12:14 13:18 72:11	79:6 111:21 significantly 90:17 signs 57:6 similar 25:9 simply 19:9 single 23:25 51:16 88:19 singles 51:9 sits 75:21 six 77:4 size 77:3 skip 35:24 small 88:8 smaller 77:20 78:1 88:15 social 105:11,13 105:25 softbank 12:6,9 12:13 13:7,17 13:20 15:22 26:25 38:6 45:4 45:19,21 48:18 51:22 52:3 56:6 56:24 57:3,12 76:13 78:9 81:10 86:4 94:16 software 32:6 solairus 31:19 sold 47:11,13,15 47:17 63:11,25 73:5 74:2,4 77:20 98:7,8
---	--	---	---

[solution - target]

Page 136

solution 24:17 24:21,22 solutions 3:16 24:24 111:23 somebody 39:8 40:24 58:21 somebody's 104:12 sorry 9:3 10:4,8 11:7,14 14:12 14:17 17:14 19:13 21:9 23:8 26:16,18 37:11 40:1 43:8 45:11 45:15,17 49:19 50:19 54:23,25 55:14 57:3 58:24 63:23 73:21 74:8,24 76:4 77:8 79:9 81:15 83:1 84:1 91:23 92:22 97:12,21 104:15 105:17 sort 25:12 29:14 source 61:11 southeast 40:14 southern 1:1 7:11 space 31:18 specific 23:24 34:23 52:16 54:2 specifically 58:14 99:8	specifics 52:21 55:20 81:23 spectrum 22:2 30:23 spoke 96:11 stamp 34:5 35:6 36:4 37:25 64:6 65:16 74:16 82:4 84:14 87:24 98:24 102:1 stamped 13:11 13:14 stares 75:22 start 12:7 37:12 50:8 87:23 starts 34:4 56:15 startup 28:20 state 2:6 7:20 8:9 107:5 109:8 109:24 110:3 stated 2:9 statement 85:8 states 1:1 7:10 16:5 statute 111:18 stenographica... 110:12 steve 47:6,7,8 47:12 88:8 95:4 95:5 96:11,16 96:17 stipulations 4:3	straight 60:15 60:17 strategic 11:17 strategy 9:11 10:13 11:25 stretch 72:13,15 72:18 strike 92:5 string 4:18,20 4:23 5:2,3,5,6,8 5:9,11,12,20,23 6:2,3,9 strong 78:11 79:16,19 studies 22:25,25 study 28:4 styled 2:3 subject 16:16 45:10 47:10 48:2 59:1 82:5 subscribed 109:15 110:20 subsequent 24:19 success 71:22 73:4 suggest 48:10 63:10 suggested 60:21 111:16 suggesting 42:24 suggestions 61:14,19,21	suite 2:8 3:11 7:13 support 4:16 29:6,16 35:13 35:14 sure 8:21,21 20:16 35:22 39:4,13 41:1 85:15 87:12 swear 8:3 sworn 2:3 8:6
			t
			t 71:4 t's 85:5,16,21,25 take 8:20 13:25 16:3 19:9,14 21:4 23:9 28:14 29:24 33:12 35:12 39:9 44:16,23 49:21 56:1 61:20 68:1 80:6 81:25 87:14 88:2 99:3 102:10 taken 2:3 7:8 talk 15:21 24:3 talked 78:21 80:18 81:24 talking 14:14 15:8 37:12 99:25 talks 34:11 target 53:25 78:19 104:4

[targeted - try]

Page 137

targeted 71:12 71:25 103:14 targets 33:1,3 53:16 78:13,14 80:18 team 51:16 75:1 75:10,13 76:3 teams 75:17,18 tell 14:13 15:2 27:23 46:19 51:5 58:11 92:18 104:17,25 tells 92:16 ten 33:6 72:11 term 19:7 25:2 25:19 termed 24:10 terms 13:2 16:8 18:5,11,14 19:9 19:10,11,14,15 19:22 20:10,23 21:6,12,20 23:25 39:16 42:16 52:4 67:14 71:5 78:18 79:23 84:20 85:10 86:10,17,19 91:3,9,16,24 94:11 106:16,20 106:23 territories 40:12 40:17 territory 40:10	testified 8:6 91:17 testify 15:18 17:6,8 18:19 testimony 15:17 17:24 110:12,14 111:8,17 texas 2:6,8 7:14 110:3 text 5:22 84:15 thank 13:15 14:16 34:6 36:6 50:14,18 88:1 89:9 106:2 107:1,13,15 thanks 48:13 96:15 theirs 54:5 thing 15:9 44:18 84:21 things 24:9 37:15 68:20 86:25 think 9:25 10:4 14:7 27:4 35:23 38:25 42:11 53:24 60:19 67:14 72:17 84:6,9 87:9 96:6 thinking 42:20 60:18 68:24 80:7 thinks 42:13,14 42:17	third 9:14 10:6 17:21 18:1,11 18:15 19:11 20:3 57:8 thomas 42:1 43:9,10 thought 22:10 22:11 43:12 53:10,13 74:24 79:20 97:23 thoughts 38:9 58:17 three 14:8 29:22 53:16,24 74:6,7 78:15,15 80:18 98:8 throwing 50:19 time 7:6 25:13 28:10 31:2 35:11,24 53:16 59:12 61:6,9,10 63:20 69:7 72:21 73:12,24 87:14 timeframe 11:5 title 10:12 66:8 69:12 titled 102:21 today 28:15 together 48:14 58:22 75:14 told 17:6 64:19 67:21 tomorrow 52:11 58:3	took 19:21 85:10,19 87:2 102:14 top 33:24 42:13 42:17,25 58:15 58:16 80:22 topic 9:1 topics 8:15,18 8:21,22 track 95:12 trademarks 9:21 transaction 26:4,5 77:22 80:23 transactions 47:9 95:5 96:18 transcript 107:11 110:13 110:16 111:6,20 transcripts 111:14 transitioned 11:12,16 travel 4:14 treat 16:15 51:15 trip 25:13,13 33:13,13 34:19 34:21 trips 25:14 true 85:8 109:3 110:13 try 45:7 77:15 90:1
--	--	--	--

trying 49:16 79:18 86:12 95:12 103:4 tuesday 48:1 turn 76:15 102:21 twenty 53:7 two 23:12 26:10 29:14 32:19 33:17 35:18 44:22,23 45:15 45:16,25 46:16 46:22 51:10 61:9 68:20 72:10,10 76:19 82:16,18 99:3 tx 110:25 type 22:22 types 21:24	understand 8:13,22 17:1,12 52:21 58:2 95:22 understanding 15:2,12 42:15 93:22 unique 48:24 49:1,3 51:4 77:13 united 1:1 7:10 28:21 university 28:1 unreasonably 16:14 64:23 unsold 63:13 update 64:8 use 9:20 39:10 54:13 73:13,24 77:9,10 83:4 85:23 86:14 90:23 91:13,16 91:22 104:17 used 23:15,17 39:5,14 65:11 85:21 100:2 111:20 user 39:2 46:11 77:4,5 85:17 95:23 106:23 users 45:11 46:5 46:9 54:11 55:2 63:11,16 72:4 77:4 80:19 81:3 85:4	using 91:6 100:5 103:2 usually 25:19 48:11 utilities 33:20	videotaped 1:12 2:1 vince 44:3,6,7 visit 105:10 vista 36:12,15 38:7 41:23 47:10 58:22 61:6,10,15 62:17,20,23,25 63:1,2,5,6,7 69:12 75:10 82:7,21 83:22 84:3,22 89:5 95:8 100:2,3 vistajet 1:7 2:2 3:9 7:10,25 8:25 9:14 12:7,19 13:1 15:22 16:15,17,22 17:3,13,16,21 18:1,6,11,15 19:9,15 20:22 21:4,10,18 42:25 44:10 45:3 52:4,19 57:3,13 58:20 59:1,2,9 62:7,12 64:22,25 67:3 69:4 76:10,19 83:3 84:9 85:3,7 89:1,2 90:12,21 91:9,17,25 92:14 93:8,14 93:23 94:2,3,8 94:16 97:17,20
u		v	
uh 14:17 32:8 34:14,16 37:21 43:5,25 44:5 49:15 66:17 70:15 77:2 80:9 84:24 90:10 94:6 ultra 67:8 unavailable 24:21,22 89:2 under 9:1 17:24 63:21 109:12,18 111:18 undersigned 110:2		v 1:6 varies 23:10,13 31:14 various 24:23 30:5,13,22 33:12 vary 80:23 ventures 10:11 verified 62:10 verify 111:9 veritext 3:16 7:15,17 111:14 111:23 veritext.com 111:14 version 100:8 100:18 versus 7:9 vice 11:25 47:8 95:5 96:17 video 7:7 75:19 75:22 videographer 3:15 7:2,16 8:2 50:3,6 68:3,6 87:8,15,17,20 106:7,10 107:2 107:17,21	

[vistajet - zero]

Page 139

97:25 98:3 99:9 101:22 105:25 111:4 vistajet's 9:21 voss 35:8 38:3,3 38:4 58:10 75:6 75:7 83:11,21 84:2 88:3,4 98:16 101:13 vp 35:2 65:21 65:22 66:6 vs 111:4	we've 49:20 67:24 99:22 103:20 website 36:21 36:22 37:14 62:7 went 28:1,10,16 28:17,17,19,20 28:21,24 78:15 western 40:13 whereof 110:20 whispering 7:5 willing 97:4 willis 3:16 7:15 withheld 16:14 64:23 witness 2:2 7:23 8:3 10:24 14:13 14:16 21:16 26:16,18 35:25 37:11 49:17,24 50:22 54:23,25 55:12 57:24 69:1 83:24 86:15 97:21 103:22 104:15 105:17,21 106:5 108:2 110:5,14 110:20 111:8,10 111:12,20 work 28:10 42:12,16 75:12 77:12 worked 92:14	working 101:5,8 works 83:15,18 89:11 92:12 98:17 world 40:24 worries 50:22 50:23 87:16 worth 66:20,21 67:8 writes 41:25 42:8 43:3 57:5 59:21 60:14 89:17 90:15 93:3,6 writing 16:6 21:3,5,11 written 21:19 90:7	32:12,13,18,18 32:18 49:12 years 25:19 32:19 york 1:1 3:6,6 7:11
w		x	z
w 3:10 wagman 92:11 92:13 93:2,3,6 wait 23:12 59:21 waiting 39:11 82:16 walk 51:15 76:3 wallace 83:14 83:14,15 101:12 101:19 want 12:7 14:12 50:1 55:10 57:23 80:7 wanted 54:5,21 76:23 85:15 97:23 way 36:15,17 72:10,10 80:10 ways 30:5,23 51:6		x 110:16	zero 33:9
		y	
		yacone 83:19 yeah 10:7 13:5 14:19 15:2 18:4 20:19 21:16 28:3 30:4 41:16 41:17 45:14,15 45:16 48:12 58:25 73:10 74:19,23 82:24 83:12 97:18,24 105:6 year 11:12,14 23:12 28:13	